

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company
- (v) Whether company is having share capital Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
	BSE Limited	1
	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana- 500032

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 03/08/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	P	Education	P4	Educational support services	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 9

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	KESTONE CL ASIA HUB PTE. LTI		Subsidiary	99.94
2	KESTONE CL US LIMITED		Subsidiary	100

3	CAREER LAUNCHER INFRASTRU	U22100DL2008PTC174240	Subsidiary	100
4	CAREER LAUNCHER PRIVATE LI	U80301DL2021PTC378555	Subsidiary	99
5	ICE GATE EDUCATIONAL INSTI	U80300GJ2015PTC084170	Subsidiary	69.5
6	THREESIXTYONE DEGREE MINL	U74910TN2006PTC060463	Associate	11.72
7	CAREER LAUNCHER FOUNDAT	U80902DL2020NPL372856	Subsidiary	100
8	CL EDUCATE (AFRICA) LIMITED		Subsidiary	90
9	PT. Kestone CLE Indonesia		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	80,000,000	55,068,312	55,068,312	55,068,312
Total amount of equity shares (in Rupees)	400,000,000	275,341,560	275,341,560	275,341,560

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES WITH VOTING RIGHTS				
Number of equity shares	80,000,000	55,068,312	55,068,312	55,068,312
Nominal value per share (in rupees)	5	5	5	5
Total amount of equity shares (in rupees)	400,000,000	275,341,560	275,341,560	275,341,560

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	132,784	28,198,572	28331356	141,656,780	141,656,780	
Increase during the year	112,636	27,451,868	27564504	137,822,520	137,822,520	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	
iii. Bonus issue	112,636	27,421,520	27534156	137,670,780	137,670,780	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	30,348	30348	151,740	151,740	0
Physical Shares have been Converted into Demat						
Decrease during the year	30,348	797,200	827548	4,137,740	4,137,740	0
i. Buy-back of shares	0	797,200	797200	3,986,000	3,986,000	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify	30,348	0	30348	151,740	151,740	
Physical Shares have been Converted into Demat						
At the end of the year	215,072	54,853,240	55068312	275,341,560	275,341,560	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE201M01029

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

2,728,908,618

(ii) Net worth of the Company

2,685,219,327

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	23,859,360	43.33	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,021,840	9.12	0	
10.	Others Society	45,732	0.08	0	
	Total	28,926,932	52.53	0	0

Total number of shareholders (promoters)

24

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	15,037,656	27.31	0	
	(ii) Non-resident Indian (NRI)	633,917	1.15	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	4,513,018	8.2	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	2,165,591	3.93	0	
10.	Others Foreign Corporate Bodies a	3,791,198	6.88	0	
	Total	26,141,380	47.47	0	0

Total number of shareholders (other than promoters)

23,020

**Total number of shareholders (Promoters+Public/
Other than promoters)**

23,044

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ARJUNA FUND PTE. LT	83 TRAS STREET SINGAPORE		SG	2,793,092	5.07
VANDERBILT UNIVERS	2100 WEST END AVENUE SUITE 10		US	1,637,196	2.97
ACADIAN EMERGING I	MAPLES CORPORATE SERVICES UC		KY	82,690	0.15
COPTHALL MAURITIUS	C/O CIM CORPORATE SERVICES LT		MU	40	0.01

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	24	24
Members (other than promoters)	19,635	23,020
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	3	0	3	0	35.44	0
B. Non-Promoter	0	5	0	5	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	5	3	5	35.44	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SATYA NARAYANAN F	00307326	Whole-time director	9,954,832	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GAUTAM PURI	00033548	Managing Director	9,428,520	
NIKHIL MAHAJAN	00033404	Whole-time director	131,468	
MADHUMITA GANGUL	00676830	Director	0	
GIRISH SHIVANI	03593974	Director	0	
SANJAY TAPRIYA	00064703	Director	0	
PIYUSH SHARMA	08759840	Director	0	
IMRAN JAFAR	03485628	Director	0	
NIKHIL MAHAJAN	AAAPM2004J	CEO	131,468	
ARJUN WADHWA	AANPW9242M	CFO	2,708	
RACHNA SHARMA	ANXPS4951J	Company Secretar	116	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETI	15/09/2022	21,722	97	52.22

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	19/05/2022	8	8	100
2	03/08/2022	8	8	100
3	02/11/2022	8	8	100
4	28/12/2022	8	6	75
5	30/01/2023	8	8	100

C. COMMITTEE MEETINGS

Number of meetings held

14

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	19/05/2022	4	4	100
2	Audit Committee	03/08/2022	4	4	100
3	Audit Committee	02/11/2022	4	4	100
4	Audit Committee	28/12/2022	4	4	100
5	Audit Committee	30/01/2023	4	4	100
6	Nomination, Resolutions	05/05/2022	3	3	100
7	Nomination, Resolutions	19/05/2022	3	2	66.67
8	Nomination, Resolutions	03/08/2022	3	3	100
9	Nomination, Resolutions	02/11/2022	3	3	100
10	Nomination, Resolutions	30/01/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 03/08/2023 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SATYA NARAYAN	5	5	100	2	2	100	Yes

2	GAUTAM PUF	5	5	100	9	9	100	Yes
3	NIKHIL MAHA	5	4	80	2	2	100	Yes
4	MADHUMITA	5	5	100	5	5	100	No
5	GIRISH SHIVA	5	5	100	14	14	100	Yes
6	SANJAY TAPI	5	5	100	10	10	100	Yes
7	PIYUSH SHAF	5	4	80	0	0	0	No
8	IMRAN JAFAR	5	5	100	5	4	80	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SATYA NARAYANA	WHOLE-TIME D	15,637,300	0	0	0	15,637,300
2	GAUTAM PURI	MANAGING DIR	15,637,300	0	0	0	15,637,300
3	NIKHIL MAHAJAN	WHOLE-TIME D	15,168,800	0	0	0	15,168,800
	Total		46,443,400	0	0	0	46,443,400

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NIKHIL MAHAJAN	CEO	15,168,800	0	0	0	15,168,800
2	ARJUN WADHWA	CFO	5,923,696	0	0	0	5,923,696
3	RACHNA SHARMA	COMPANY SEC	3,149,228	0	0	0	3,149,228
	Total		24,241,724	0	0	0	24,241,724

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MADHUMITA GAN	INDEPENDENT	0	303,796	0	0	303,796
2	GIRISH SHIVANI	INDEPENDENT	0	303,796	0	0	303,796
3	SANJAY TAPRIYA	INDEPENDENT	0	303,796	0	0	303,796

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
4	PIYUSH SHARMA	INDEPENDENT		303,796			303,796
	Total			1,215,184			1,215,184

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

For and on Behalf of Board of Directors of
CL Educate Limited

Sd/-
Satya Narayanan R
DIN: 00307326
Designation: Chairman and Executive Director

Add: D-63, Pinnacle Apts, DLF Phase - 5
Gurgaon, Galleria, DLF-IV Gurgaon
Haryana-122009

Date: June 22, 2023
Place: New Delhi

Sd/-
Gautam Puri
DIN:00033548
Vice Chairman and Managing Director

Add: R-90, Greater Kailash - 1, New Delhi 110048

IX. MEETINGS OF MEMBERS/CLASS MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

C. Committee Meetings: **Continued**

S. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
11.	Stakeholders' Relationship Committee	19/05/2022	3	3	100%
12.	Stakeholders' Relationship Committee	03/08/2022	3	3	100%
13.	Corporate Social Responsibility Committee	19/05/2022	3	3	100%
14.	Corporate Social Responsibility Committee	03/08/2022	3	3	100%